

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL  
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b> <b>Oaktree Capital Group Holdings GP, LLC</b>  (Last) (First) (Middle) <b>C/O OAKTREE CAPITAL MANAGEMENT, L.P., 333 SOUTH GRAND AVENUE, 28TH FLOOR</b>  (Street) <b>LOS ANGELES, CA 90771</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>Vistra Corp. [ VST ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>See Remarks.</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>1/25/2021</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	1/25/2021		S		334249	D	\$21.07 (4)	29943806	I	See footnotes (1)(2)(3)

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) This Form 4 is being filed by Oaktree Capital Management, L.P. ("Management"), on behalf of certain of its managed funds and accounts (the "Funds"), with respect to shares of the Issuer's common stock, par value \$0.01 per share ("Common Stock") that may be deemed to be beneficially owned by the Reporting Persons (as defined below). This Form 4 is also being filed by each of (i) Oaktree Holdings, Inc. ("Holdings, Inc.") as the general partner of Management; (ii) Oaktree Capital Group, LLC ("OCG") as the sole shareholder of Holdings, Inc.; and (iii) Oaktree Capital Group Holdings GP, LLC ("OCGH GP", and together with Management, Holdings, Inc. and OCG, the "Reporting Persons" and each a "Reporting Person") as the duly elected manager of OCG.
- (2) Each Reporting Person disclaims beneficial ownership of all equity securities reported herein except to the extent of its respective pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any equity securities covered by this Form 4.
- (3) OCGH GP is managed by an executive committee consisting of Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, John B. Frank, and Jay S. Wintrob (the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed to have indirect beneficial ownership of the Common Stock. Each OCGH GP Member expressly disclaims beneficial ownership of the Common Stock, except to the extent of his respective pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that any such person is the beneficial owner of any equity securities covered by this Form 4.
- (4) The price reported in Column 4 is a weighted average price. The Common Stock was disposed of in multiple transactions at prices ranging from \$21.00 to \$21.25, inclusive. The reporting persons undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares of Common Stock sold at each separate price within the ranges set forth in this footnote (4)

**Remarks:**

Following the consummation of the transactions contemplated by the Agreement and Plan of Merger, dated as of March 13, 2019, by and among OCG, Brookfield Asset Management Inc. ("BAM") and other parties thereto (as reported in a Form 8-K filed by OCG on October 4, 2019), BAM and certain of its affiliates may be deemed to beneficially own securities of the Issuer held by Management and certain of its affiliates, which beneficial ownership BAM and its affiliates disclaims except to the extent of their

respective pecuniary interests therein. See Exhibit 99.1 for Joint Filer Information and Signatures incorporated herein by reference.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oaktree Capital Group Holdings GP, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90771				See Remarks.
OAKTREE CAPITAL MANAGEMENT LP C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90771				See Remarks.
Oaktree Holdings, Inc. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90771				See Remarks.
Oaktree Capital Group, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90771				See Remarks.

**Signatures**

/s/ See Signatures Included in Exhibit 99.1

1/27/2021

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Name of Joint Filer:	Oaktree Capital Management, L.P.
Address of Joint Filer:	c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28th Floor Los Angeles, CA 90771
Relationship of Joint Filer to Issuer:	Other. See Remarks.
Issuer Name and Ticker or Trading Symbol:	Vistra Corp. [NYSE: VST]
Date of Earliest Transaction Required to be Reported (Month/Day/Year):	01/25/2021
Designated Filer:	Oaktree Capital Management, L.P.  Oaktree Capital Management, L.P.
Signature:	<u>/s/ Henry Orren</u> <hr/>
	Name: Henry Orren
	Title: Vice President
Date:	<u>January 27, 2021</u>
Name of Joint Filer:	Oaktree Holdings, Inc.
Address of Joint Filer:	c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28th Floor Los Angeles, CA 90771
Relationship of Joint Filer to Issuer:	Other. See Remarks.
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Designated Filer:	Oaktree Capital Management, L.P.  Oaktree Holdings, Inc.
Signature:	<u>/s/ Henry Orren</u> <hr/>
	Name: Henry Orren
	Title: Vice President
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Designated Filer:	Oaktree Capital Management, L.P.  Oaktree Capital Group, LLC
Signature:	<u>/s/ Henry Orren</u> <hr/>
	Name: Henry Orren

Title: Vice President

Date: January 27, 2021

Name of Joint Filer: Oaktree Capital Group Holdings GP, LLC

Address of Joint Filer: c/o Oaktree Capital Management, L.P.  
333 South Grand Avenue, 28th Floor  
Los Angeles, CA 90771

Relationship of Joint Filer to Issuer: Other. See Remarks.

Issuer Name and Ticker or Trading Symbol: Vistra Corp. [NYSE: VST]

Date of Earliest Transaction Required to be Reported  
(Month/Day/Year): 01/25/2021

Designated Filer: Oaktree Capital Management, L.P.

Oaktree Capital Group Holdings GP, LLC

Signature: /s/ Henry Orren

Name: Henry Orren

Title: Vice President

Date: January 27, 2021

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